



**NORFOLK
SOUTHERN**

Norfolk Southern Corporation
8 North Jefferson Street
Roanoke, Virginia 24042

RECORDATION NO. 6662 Filed 1425

SEP 3 1987 -4 40 PM

J. T. Valleroy
Assistant Treasurer

INTERSTATE COMMERCE COMMISSION

August 25, 1987

7-246A040

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

No.
Date SEP 3 1987
File # 10.00
ICC Washington D.C.

Dear Mr. Bayne:

In accordance with 49 U.S.C. § 11303 and the Commission's rules, I submit herewith for recording with the Commission three original counterparts, properly executed and acknowledged, of the document described below.

The document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of August 11, 1987. The primary document to which this is connected is recorded under Recordation No. 6662.

The names and addresses of the parties to the secondary document are as follows:

TRUSTEE/ LESSOR:	First Pennsylvania Bank, N.A. 15th and Chestnut Streets Philadelphia, PA 19101
GUARANTOR/ LESSEE:	Norfolk and Western Railway Company 8 North Jefferson Street Roanoke, VA 24042

The equipment covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Identifying Marks and Road Numbers (both inclusive)</u>
762	100-ton gondola cars	GBS	NW 99770-99999 NW 188000-188531
75	100-ton bulkhead boxcars	XL	NW 281100-281174

ICC OFFICE OF
THE SECRETARY
SEP 3 4 23 PM '87
MOTOR OPERATIVE UNIT

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

9/4/87

J.T. Valleroy
Assist. Treasurer
Norfolk Southern Corporation
8 North Jefferson St.
Roanoke, Virginia 24042

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/3/87 at 4:40pm, and assigned recordation number(s) - 6662-C

Sincerely yours,

Norata R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST
SERIES U

RECORDATION NO. 6662 C
SEP 3 1987 - 4 40 PM
FILED 1425

RELEASE AND SATISFACTION AND BILL OF SALE
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that First Pennsylvania Bank N.A., (formerly The First Pennsylvania Banking and Trust Company) (the "Trustee"), trustee under Equipment Trust Agreement (the "Agreement") dated as of August 1, 1976, between the Trustee and Norfolk and Western Railway Company (the "Railroad"), providing for the formation of Norfolk and Western Railway Equipment Trust, Series U (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, as its absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereby by one of its Vice Presidents under its corporate seal attested by one of its Assistant Secretaries, this 11th day of August, 1987.

FIRST PENNSYLVANIA BANK N.A.,
Trustee

By



ATTEST:



Vice President

Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss:
CITY OF PHILADELPHIA)

On this 11th day of August, 1987,

before me, a Notary Public, personally appeared
T.A. O'Connell, to me personally known, who, being by me
duly sworn, says he is a Vice President of First
Pennsylvania Bank, N.A., that the seal affixed to the
foregoing instrument is the corporate seal of said
corporation, that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of
Directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.



Notary Public

My Commission expires:

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires July 2, 1990

A fee of \$10.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation number to J. T. Valleroy, Treasurer, Norfolk and Western Railway Company, 8 North Jefferson street, Roanoke, Virginia 24042.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated as of August 11, 1987 to terminate Equipment Trust Agreement with Recordation No. 6662, dated August 1, 1972, and covering 762 gondola cars (numbered NW 99770-99999 & NW 188000-188531) and 75 boxcars (numbered NW 281100-281174).

Very truly yours,


J. T. Valleroy

KFJ/jad

Encs.